

STATE OF MISSISSIPPI
COUNTY OF DESOTO

ORDER TO CLERK TO CANCEL COLLATERAL ASSIGNMENT OF LEASE

KNOW ALL MEN BY THESE PRESENTS, that FLEMING COMPANIES, INC. ("Fleming"), does hereby certify that a certain Collateral Assignment of Lease dated January 31, 1995, made and executed by Seessel Holdings, Inc., a Tennessee corporation, to Fleming, and recorded in Book 68, Page 367, in the office of the Chancery Clerk of DeSoto County, Mississippi; is now fully paid and satisfied; and Fleming does hereby authorize the Clerk of the Chancery Court of DeSoto County, Mississippi to enter satisfaction and certificate of payment in full upon said instrument and that this Order be recorded in the records of said County also as provided by law.

This the 10th day of December, 1996.

FLEMING COMPANIES, INC.

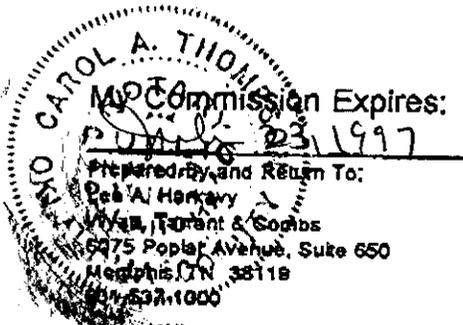
BY: Robert W. Smith
 Sr. Vice Pres.

STATE OF Oklahoma
COUNTY OF Oklahoma

PERSONALLY appeared before me, the undersigned authority of law in and for the jurisdiction aforesaid, the within named Robert W. Smith, who acknowledged as Sr. Vice Pres. for and on behalf of FLEMING COMPANIES, INC., he signed and delivered the above and foregoing instrument on the day and year therein mentioned and for the purposes therein expressed, being first duly authorized so to do.

GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE, this the 6th day of December, 1996.

Carol A. Thompson
Notary Public



STATE MS. - DESOTO CO.

JAN 3 4 16 PM '97

BK 73 PG 527
W.E. DAVIS CH. CLK.